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PROPOSED ATTORNEYS FOR THE DEBTOR

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

IN RE: § CASE NO. 14-30699-11
BUFFET PARTNERS, L.P., et al.¹ § CHAPTER 11
DEBTORS. § Jointly Administered

**AFFIDAVIT OF JOHN E. MITCHELL IN SUPPORT OF
DEBTOR'S APPLICATION FOR APPROVAL OF EMPLOYMENT
OF BAKER & MCKENZIE LLP AS COUNSEL FOR THE DEBTORS**

STATE OF TEXAS §
COUNTY OF DALLAS §

BEFORE ME, the undersigned notary public, on this day personally appeared John E. Mitchell, who upon being duly sworn, upon his oath deposed and stated as follows:

1. My name is John E. Mitchell. I am over 18 years of age. I have never been convicted of a crime involving moral turpitude, am of sound mind, and am fully competent to make this Affidavit. I have personal knowledge of the facts stated herein, and they are all true and correct.
2. I am a Partner at the law firm of Baker & McKenzie LLP.
3. I was licensed in the State of Texas in 1996 and have extensive experience in bankruptcies, restructurings, and reorganizations.

¹ The Debtors in these chapter 11 cases are Buffet Partners, L.P. and Buffet G.P., Inc.

4. On February 4, 2014 (the “Petition Date”), the Debtors filed voluntary petitions for relief pursuant to chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). The cases are jointly administered, and the Debtors continue in possession and control of their assets pursuant to Bankruptcy Code §§ 1107 and 1108.

5. Prior to the Petition Date, the Debtors consulted with and retained the law firm of Baker & McKenzie LLP (“B&M”) to provide advice and representation concerning the restructuring of their financial affairs, indebtedness to various entities, and the possibility of filing for relief under Chapter 11 of the Bankruptcy Code. The Debtors, as debtors in possession, wish to employ B&M as their attorneys under a general retainer to give the Debtors legal advice with respect to the Debtors’ powers and duties as debtors in possession and to continue in operation of the Debtors’ business and management of the Debtors’ property and perform all legal services for the Debtors that may be necessary herein.

6. The names, mailing addresses, and telephone numbers of the lead attorneys of B&M who will be the attorneys of record herein are:

John E. Mitchell, SBT #00797095
David W. Parham, SBT #15459500
Rosa A. Shirley, SBT #24056313
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Other attorneys of B&M will participate in the representation of the Debtors as necessary.

The Debtors wish to retain B&M as their general bankruptcy counsel nunc pro tunc from and after the Petition Date. The Debtors have selected B&M as bankruptcy counsel because it has

expertise in business bankruptcy law as well as experience in the Debtors' industry. Furthermore, lead counsel from B&M has represented the Debtors in restructuring matters for several years now. The Debtors therefore believe that B&M is well qualified to represent the Debtors as debtors in possession in these chapter 11 proceedings. Furthermore, it is necessary for the Debtors, as debtors in possession, to employ attorneys for such professional services.

7. The services to be provided by B&M to the Debtor include, without limitation, the following:

- (a) to serve as attorneys of record for the Debtors in all aspects of these chapter 11 cases and in any adversary proceedings commenced in connection with these cases, and to provide representation and legal advice to the Debtors throughout these cases;
- (b) to assist in the formulation and confirmation of a chapter 11 plan of reorganization and disclosure statement for the Debtors;
- (c) to consult with the United States Trustee, any statutory committee, and all other creditors and parties in interest concerning the administration of the cases;
- (d) to take all necessary steps to protect and preserve the Debtors' estates; and
- (e) to provide all other legal services required by the Debtors and to assist the Debtors in discharging their duties as a debtors in possession in connection with these chapter 11 cases.

8. In order to secure all payments of fees and expenses, B&M received a retainer from the Debtors prepetition in the amount of \$25,000, which now has a balance of \$8,397.31. B&M has also reach an agreement with the Debtors' senior secured lender for a "carve out" of its collateral in the amount of \$100,000 as additional security for its fees and expenses.

9. B&M's hourly rates for the personnel currently contemplated to work on these chapter 11 cases, subject to change from time to time, range from \$595 to \$950 for counsel and partners and \$300 to \$605 for associates. The hourly rate of the B&M paraprofessionals expected to perform services hereunder range from \$250 to \$270. In addition, the Debtors have

agreed to reimburse B&M for its out-of-pocket expenses in rendering such services, again subject to the Court's allowance and approval.

10. The primary attorneys that are expected to represent the Debtors in these matters are:

Attorney Name	Hourly Rate
David W. Parham	\$675
John E. Mitchell	\$595 ²
Rosa A. Shirley	\$480
Jonathan Rosamond	\$375

11. All B&M attorneys who provide services to the Debtors will maintain billing records setting forth complete and detailed activity descriptions, including a time allotment billed in increments of one-tenth of an hour. Each activity will include a description of the type and subject matter of the activity undertaken and activity descriptions will not be lumped. Activity descriptions will be presented chronologically within each project category.

BAKER'S CONFLICT REVIEW AND DISINTERESTEDNESS

12. Baker is an international law firm and has more than 4,000 attorneys in 72 offices in 45 countries. Certain of its partners, principals, counsel and associates may have in the past represented, may currently represent, and in the future may represent persons that are also parties in interest in these chapter 11 cases. Except as set forth below, all such representation have been in matters unrelated to these chapter 11 cases.

13. Baker regularly maintains and systematically updates into a computer database containing the names of all current and former clients and conflict information concerning such

² John E. Mitchell's standard hourly rate is \$665 but for this case only he has agreed to reduce his hourly rate to a discounted \$595.

clients of Baker (the “Client Database”). The Client Database is designed to include every matter on which Baker is now or has been engaged, the entity that engaged the firm and, in each instance, the identity of related parties and adverse parties as well as the name of the Baker attorney that is knowledgeable about the matter. It is the policy of Baker that no new matter may be accepted or opened without completing and submitting to those charged with maintaining the Client Database the information necessary to check each such matter for conflicts, including the identify of the prospective client, the matter and the related and adverse parties.

14. In preparing this Declaration, I submitted or caused to be submitted for review under Baker’s Client Database and conflict check system a list of names of various potential parties in interest in this case. This list includes: (a) the 20 largest unsecured creditors of the Debtors; (b) the Debtors; (c) the Debtors’ officers and directors; (d) the Debtors’ major equity holders; (e) the Debtors’ secured creditors (Chatham Capital); and (f) Debtors’ landlords and Maxus Capital (collectively, the “Potential Parties in Interest”). A list of the Potential Parties in Interest is attached hereto as Schedule A.

15. Baker entered the names of the Potential Parties in Interest in its Client Database. The results of Baker’s conflict check were compiled and analyzed by Baker professionals acting under my supervision. These inquiries revealed that certain of the Potential Parties in Interest are current, or were former, Baker clients as reflected in Schedule B attached hereto. Schedule B to this Declaration is a list of Potential Parties in Interest that are identified as current or identified as former clients of Baker in matters wholly unrelated to the Debtors and these chapter 11 cases. Through the information generated from this inquiry, and through follow-up inquiries with Baker attorneys as necessary, it was determined that the representation of the Potential Parties in Interest disclosed on Schedule B attached hereto concerned matters unrelated to these chapter 11

cases and that such matters pose no conflict in Baker's proposed representation of the Committee in these chapter 11 cases.

16. To the extent any new or additional Potential Parties in Interest are identified during the pendency of these chapter 11 cases, Baker will update this Declaration, as described below, whenever Baker becomes aware of new material information.

17. Neither I nor Baker is an insider of the Debtors. Neither I nor Baker hold directly any claim, debt or equity security of the Debtors.

18. No partner of Baker has been, within two years from the date of the filing of the Debtor's petition, a director, officer or an insider of the Debtors as such term is defined in Bankruptcy Code section 101(14)(B).

19. Based upon the foregoing, Baker does not have an interest adverse to the interests of the Debtors' estates, or of any class of creditors or equity security holders of the Debtors, by reason of any direct or indirect relationship to, connection with or interest in the Debtors.

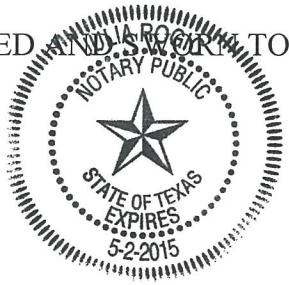
Based upon the information available to me, I believe that Baker is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code.

20. B&M is willing to serve as bankruptcy counsel for the Debtors on the basis set forth above.

FURTHER AFFIANT SAYETH NAUGHT.


John E. Mitchell

SUBSCRIBED AND SIGNED TO before me on this the 7th day of February, 2014.


Notary Public in and for the State of Texas
Printed Name: Julia Rogic

Schedule A

Equity Interest Holders

Buffet Partners HoldinG Company, LLC
Chatham Capital Management II, LLC
Hemmig Investments, Ltd.
Greg Buchanan
Thomas Michael Blasdell
Samuel D. Pyeatt
Chatham Credit Management III, LLC
John Kruger
Edward Bradley
George S. Rich
GRI Fund LP
Raymond C. Hemmig
Steve Barnhill
Sundance Capital, LLC
Monty Standifer
David Siebert
Chatham Investment Fund II, LLC
JMI Services, LLC
John J. Moores
The Rebecca Ann Moores Family Trust
Rebecca A. Moores, Trustee
Charles E. Noell, III
JMI, Inc.
Marshall B. Payne
CIC Partners
Ed Johnson
Donald Dodson
Vicky Baggett
Robert Bell
Kim Sledge
James Williamson

Directors and Senior Officers

Brian Reynolds
Lin Wang
Kristen Bernheim
Scott Krajewski
George Rich
Barry Barron, Sr.
Dave Siebert
Sam Pyeatt
Thomas Michael Blasdell

Secured Creditors

Chatham Capital
Chatham Credit Management III, LLC
Chatham Investment Fund QPIII, LLC
Chatham Investment Fund III, LLC
Chatham Capital Management II, LLC
Chatham Investment Fund QPII, LLC
Chatham Investment Fund II, LLC
Maxus Capital Group, LLC

Top 20 Creditors

The Richards Group Inc.
Local & Western of Texas, Inc.
Papercraft Southwest
Ecolab, Inc.
Pepsi-Cola
Valassis Dire
R&D Marketing LLC
National Retail Properties, LP
Lynx Associates, LP
Sanzarnnn LLC
Okeene Milling Co.
National Frozen Foods Co.
QVD USA LLC
AM Realty Capital OP Partnership
Mission Foods
Pacific Cheese Co., Inc.
Inland Diversified Dallas Wheatland, LLC
Rubin Sales
Houlounnn LLC
Permium Assignment Corp.

Landlords

1750 Redondo LLC
505 Cordova
Anchor Equities, Ltd.
ARC CAFEUSA001, LLC
Arthur N Rupe Foundation
Boston & Mays, LLC
Erland L. & Mary Ann Stenberg
Farm Properties, Inc.
HOULOUNNNN, LLC
Humboldt Rio West L.L.C.
Hume Arizona Holdings LLC
IndCor Properties
Inland Diversified Dallas Wheatland LLC

Las Palmas Dunhill LP
Lynx Associates, L.P.
MCM Properties Ltd.
Mesa Center, LLC
Michael D. Trammel & Sandra A. Trammell
Monarrez Family Trust
N3 335 Plano, TX, LLC
National Retail Properties, LP
One Energy Shopping Center
Parkway Development LLC
Rancier Investment 1, LLC
Roger Beasley
Rogers Avenue Properties, LLC
Rohde-Herzog Family Trust of 1999
SAMP 2, L.L.C.
San Juan Plaza Partners
SAN151NNN, LLC
SANZARNNN, LLC
Segura Investors XII, LLC
Sparky Sanders LLC
Springtown Furr's, Ltd.
The Holland Island, LLC
Tomorrow Ix Broadmoor, LP
WFC Wyoming NM, LLC

Other

Internal Revenue Service
United States Trustee
Maxus Capital

Schedule B

Buffet Partners Holding Co., LLC

Prepetition, B&M represented Buffet Partners Holding Co., LLC, together with the Debtors, in matters related to restructuring, insolvency, and potential bankruptcy filings. Buffet Partners Holding Co., LLC is the 99.9% limited partner of Buffet Partners, L.P., and is the sole shareholder of Buffet G.P., Inc. B&M no longer represents Buffet Partners Holding Co., LLC and will represent its interests in these Bankruptcy Cases.

Chatham Capital Ventures, LLC

An entity named Chatham Capital Ventures, LLC is identified on the Firm's data base as a former client from approximately 2002, in matters unrelated to these Cases. No fees have been billed to this former client for at least the last 5 years.

National Retail Properties

National Retail Properties, Inc. and affiliate Commercial Net Lease Realty, Inc., are identified as current clients of the Firm, on matters unrelated to these Cases. However, the Firm's records show no fees being billed to either for the last 5 years.

Local & Western of Texas, Inc.

Local & Western of Texas, Inc. is a former client on unrelated matters (tax). The Firm has not received fees from Local & Western for at least 5 years.

Ecolab

Ecolab is a current client of the Firm on matters wholly unrelated to the Debtors. The majority of the fees paid to the Firm by or on behalf of Ecolab were generated by the Firm's international offices, and represent less than one percent of the Firm's revenues for any given fiscal year, for the past 5 years.

Pepsi-Cola

Pepsi-Cola is a current client of the Firm on matters wholly unrelated to the Debtors, and predominantly with respect to international issues. Fees billed to Pepsi-Cola and its affiliates represent less than one percent of the Firm's revenues for any given fiscal year, for the past 5 years.

Mission Foods

Mission Foods is a current client of the Firm on matters wholly unrelated to the Debtors. The majority of the fees paid to the Firm by or on behalf of Mission Foods were generated by the Firm's international offices, and represent less than one percent of the Firm's revenues for any given fiscal year, for the past 5 years.